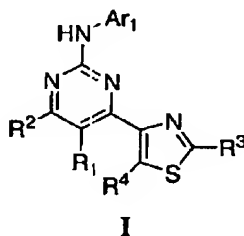


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AMENDMENTS TO THE CLAIMS

Please replace all prior versions and listings of claims with the amended claims as follows:

1. (Currently amended) A compound of formula (I):



or a pharmaceutically acceptable salt thereof, wherein:

R^1 and R^2 are each independently R, halogen, CN, NO_2 , or TR, ~~or R^1 and R^2 taken together form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5- or 6-membered ring having 0-3 heteroatoms independently selected from N, O, or S;~~

T is an optionally substituted C_1 - C_4 alkylidene chain wherein up to two methylene units of T are optionally and independently replaced by O, N(R), C(O), S, SO, or SO_2 ;

Ar^1 is an optionally substituted ring selected from: an aryl group selected from a 5-6 membered monocyclic or an 8-10 membered bicyclic ring having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur; a 3-8-membered saturated or partially unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur; or an 8-10-membered saturated or partially unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur; wherein Ar^1 is optionally substituted at one or more carbon atoms with 0-5 occurrences of $-\text{Q}-\text{R}^5$, and at one or more substitutable nitrogen atoms with $-\text{R}^6$ and each occurrence of R^6 is independently R' , $-\text{COR}'$, $-\text{CO}_2(\text{C}_{1-6} \text{ aliphatic})$, $-\text{CON}(\text{R}')_2$, $-\text{SO}_2\text{N}(\text{R}')_2$, or $-\text{SO}_2\text{R}'$;

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~~R³ is and R⁴ are each independently Z-R⁷;~~

R⁴ is hydrogen;

each occurrence of Q and Z is independently a bond or an optionally substituted C₁-C₆ alkylidene chain wherein up to two non-adjacent methylene units of Q and up to three non-adjacent methylene units of Z are optionally replaced by CO, CO₂, COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO₂, NRCONR, SO, SO₂, NRSO₂, SO₂NR, NRSO₂NR, O, S, or NR;

each occurrence of R⁵ and R⁷ is independently R', halogen, NO₂, CN, OR', SR', N(R')₂, NR'C(O)R', NR'C(O)N(R')₂, NR'CO₂R', C(O)R', CO₂R', OC(O)R', C(O)N(R')₂, OC(O)N(R')₂, SOR', SO₂R', SO₂N(R')₂, NR'SO₂R', NR'SO₂N(R')₂, PO(OR')₂, C(O)C(O)R', or C(O)CH₂C(O)R', or two adjacent occurrences of Q-R⁵, taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-8-membered ring having 0-3 heteroatoms selected from nitrogen, oxygen, or sulfur; and

each occurrence of R is independently hydrogen or an optionally substituted C₁₋₆ aliphatic group; and each occurrence of R' is independently hydrogen or an optionally substituted group selected from C₁₋₈ aliphatic, C₆₋₁₀ aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 3-10 ring atoms, or wherein two occurrences of R taken together, R and R' taken together, or two occurrences of R' taken together, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 3-8 membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur[[:]]

provided that:

~~when R¹ and R² are both hydrogen, R³ is hydrogen, R⁴ is CN, or~~

~~when R¹ and R² are both hydrogen, R³ is NH₂, R⁴ is CN,~~

~~then Ar¹ is not phenyl or pyridyl substituted with one or two occurrences of Cl,~~

~~Me, CH₂NRR', C(O)NRR', or SC₂NRR', wherein R and R' taken together~~

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~~form an optionally substituted saturated 6- or 7-membered ring having 1 or 2 heteroatoms independently selected from nitrogen or oxygen.~~

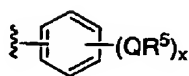
2. (Original) The compound of claim 1, wherein Ar¹ are optionally substituted rings selected from:

- (a) a phenyl, indanyl, or naphthyl ring;
- (b) a 5-6 membered heterocyclic ring having 1-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur; or
- (c) a 5-6 membered monocyclic or 9-10 membered bicyclic heteroaryl ring having 1-3 heteroatoms independently selected from oxygen, nitrogen, or sulfur.

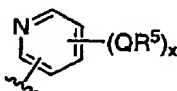
3. (Original) The compound of claim 1, wherein Ar¹ are optionally substituted rings selected from:

- (a) a phenyl ring;
- (b) a 5-6 membered heterocyclic ring having 1-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur; or
- (c) a 5-6 membered monocyclic heteroaryl ring having 1-3 heteroatoms independently selected from oxygen, nitrogen, or sulfur.

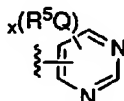
4. (Original) The compound of claim 1, wherein Ar¹ is selected from any one of a-bb:



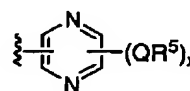
a



b

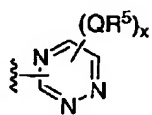


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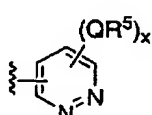


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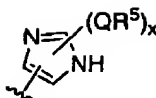
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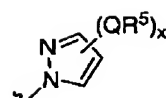
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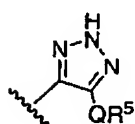
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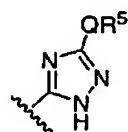
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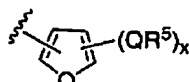
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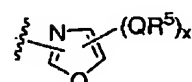
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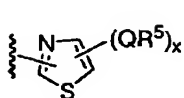
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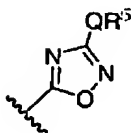
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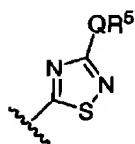
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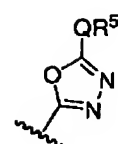
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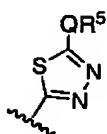
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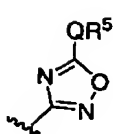
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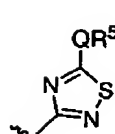
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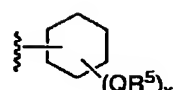
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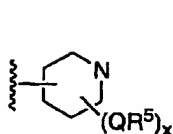
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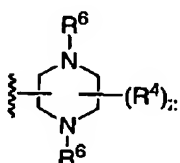
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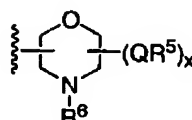
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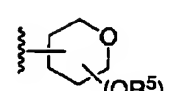
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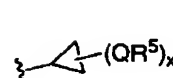
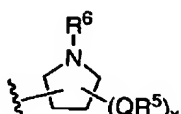
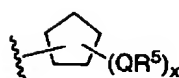
v



w



x



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y

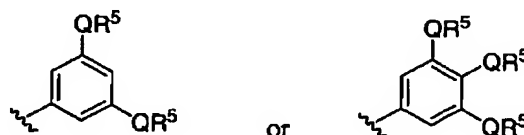
z

aa

bb

wherein x is 0-5.

5. (Original) The compound of claim 1, wherein Ar^1 is optionally substituted phenyl, pyrimidinyl, or pyridyl.
6. (Original) The compound of claim 1, wherein Ar^1 is phenyl and is substituted with two ($x = 2$) or three ($x = 3$) occurrences of Q-R^5 and Ar^1 is:



wherein each occurrence of QR^5 is independently $\text{CH}_2\text{halogen}$, halogen, CH_2CN , CN , $\text{CH}_2\text{CO}_2\text{R}'$, $\text{CO}_2\text{R}'$, $\text{CH}_2\text{COR}'$, COR' , R' , CH_2NO_2 , NO_2 , $\text{CH}_2\text{OR}'$, OR' , $\text{CH}_2\text{SR}'$, SR' , haloalkyl, $\text{CH}_2\text{SO}_2\text{N}(\text{R}')_2$, $\text{SO}_2\text{N}(\text{R}')_2$, $\text{CH}_2\text{N}(\text{R}')_2$, $\text{N}(\text{R}')_2$, NHCOR' , $\text{CH}_2\text{NHCOR}'$, $\text{CH}_2\text{PO}(\text{OR}')_2$, $\text{PO}(\text{OR}')_2$.

7. (Original) The compound of claim 1, wherein each Q is independently a ~~bond~~ ~~or~~ is an optionally substituted $\text{C}_1\text{-C}_4$ alkylidene chain wherein up to two non-adjacent methylene units of Q are optionally replaced by CO , CO_2 , CONR , OCONR , NRCO , NRCO_2 , NRSO_2 , SO_2NR , O , S , or NR ; and each occurrence of R^5 is independently selected from R' , halogen, NO_2 , CN , OR' , SR' , $\text{N}(\text{R}')_2$, $\text{NR}'\text{C}(\text{O})\text{R}'$, $\text{NR}'\text{C}(\text{O})\text{N}(\text{R}')_2$, $\text{NR}'\text{CO}_2\text{R}'$, $\text{C}(\text{O})\text{R}'$, $\text{CO}_2\text{R}'$, $\text{OC}(\text{O})\text{R}'$, $\text{C}(\text{O})\text{N}(\text{R}')_2$, $\text{OC}(\text{O})\text{N}(\text{R}')_2$, SOR' , $\text{SO}_2\text{R}'$, $\text{SO}_2\text{N}(\text{R}')_2$, $\text{NR}'\text{SO}_2\text{R}'$, $\text{NR}'\text{SO}_2\text{N}(\text{R}')_2$, $\text{PO}(\text{OR}')_2$, $\text{C}(\text{O})\text{C}(\text{O})\text{R}'$, or $\text{C}(\text{O})\text{CH}_2\text{C}(\text{O})\text{R}'$, and x is 0, 1, 2, or 3.

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8. (Original) The compound of claim 1, wherein Q-R⁵ substituents on Ar¹ are CH₂halogen, halogen, CH₂CN, CN, CH₂CO₂R', CO₂R', CH₂COR', COR', R', CH₂NO₂, NO₂, CH₂OR', OR', CH₂SR', SR', haloalkyl, CH₂SO₂N(R')₂, SO₂N(R')₂, CH₂N(R')₂, N(R')₂, NHCOR', CH₂NHCOR', CH₂PO(OR')₂, PO(OR')₂, or two adjacent occurrences of Q-R⁵, taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-8-membered ring having 0-3 heteroatoms selected from nitrogen, oxygen, or sulfur.
9. (Original) The compound of claim 1, wherein Q-R⁵ substituents on Ar¹ are fluoro, iodo, chloro, bromo, COCH₃, CO₂CH₃, C₁₋₄alkyl, NH₂, CH₂NH₂, NHMe, CH₂NHMe, N(Me)₂, CH₂N(Me)₂, N(Et)₂, CH₂N(Et)₂, NH(phenyl), CO(C₁₋₄alkyl), CH₂CO(C₁₋₄alkyl), NHCO(C₁₋₄alkyl), CH₂NHCO(C₁₋₄alkyl), CN, CH₂CN, OH, C₁₋₄alkoxy, optionally substituted benzyloxy, optionally substituted phenyloxy, CF₃, SO₂NH₂, SO₂NHMe, optionally substituted SO₂(phenyl), SO₂(C₁₋₄alkyl), CONH₂, CH₂PO(OR')₂, or an optionally substituted group selected from a saturated, partially unsaturated, or fully unsaturated 5- or 6-membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur.
10. (Currently amended) The compound of claim 1, wherein R¹ and R² groups of formula I are each independently hydrogen, N(R)₂, SR, OR, ~~or TR, or R¹ and R², taken together form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-membered ring having 0-2 heteroatoms independently selected from N, O, or S.~~
11. (Currently amended) The compound of claim 1, wherein R¹ and R² groups are each independently hydrogen, OH, CH₃, CH₂CH₃, OCH₃, CH₂OH, CH₂OCH₃, CH₂NH₂, CH₂NHCH₃, NH₂, or CH₂NH₂, ~~or R¹ and R², taken together, form a fused optionally substituted pyrrolyl, pyrazolyl, or imidazolyl ring.~~

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12. (Currently amended) The compound of claim 1, wherein R^3 ~~is~~ and R^4 ~~are each~~ independently $Z-R^7$ wherein Z is a bond or an optionally substituted C_{1-4} ~~[[C₀₋₄]]~~ alkylidene chain wherein one methylene unit of Z is optionally replaced by O, NR, NRCO, NRCO₂, NRSO₂, CONR, C(O), C(O)O, and wherein R^7 is selected from halogen, CN, $N(R')_2$, NHCOR', or R' , ~~or wherein R^3 and R^4 , taken together form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5- or 6-membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur.~~

13. (Currently amended) The compound of claim 1, wherein R^3 ~~is~~ and R^4 ~~are each~~ independently hydrogen, CN, halogen, OH, SH, NH₂, CO₂H, COH, CONH₂, SO₂NH₂, NO₂, or $(CH_2)_nNRR^7$, wherein R and R^7 , taken together with the nitrogen atom to which they are bound, form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur, ~~or R^3 and R^4 , taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5- or 6-membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, and n is 0, 1, 2, 3, 4, or 5.~~

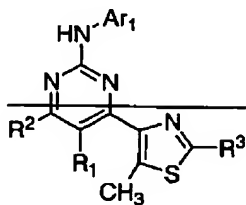
14. (Currently amended) The compound of claim 1, wherein ~~one of R^3 or R^4 is~~ hydrogen, ~~and the other of R^3 or R^4 is~~ $(CH_2)_n$ halogen, $(CH_2)_n$ CN, $(CH_2)_nOR^7$, $(CH_2)_nNRR^7$, $(CH_2)_nC(O)R^7$, $(CH_2)_nC(O)R^7$, $(CH_2)_nCH_3$, $(CH_2)_nC(O)NRR^7$, $(CH_2)_nSR^7$, wherein R^7 is hydrogen, $(CH_2)_mN(R')_2$, C₁-C₄alkyl, an optionally substituted 5- or 6-membered aryl, ~~aralkyl, or heteroaryl, or heteroaralkyl~~ group, or R and R^7 , taken together with the nitrogen atom to which they are bound form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur, wherein n is 0 or 1 and m is 0 or 1.

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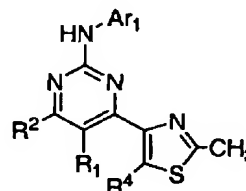
15. (Original) The compound of claim 14, wherein R^3 is hydrogen.

16. (Canceled)

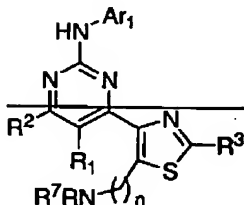
17. (Currently amended) The compound of claim 1, having one of formulae
formulas [[I-A-i,]] I-A-ii, [[I-B-i,]] I-B-ii, [[I-C-i,]] I-C-ii, [[I-D-i,]] [[or]] I-E-i, or
I-F-ii:



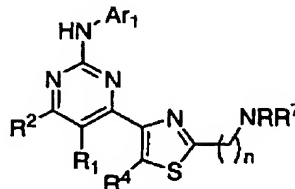
I-A-i



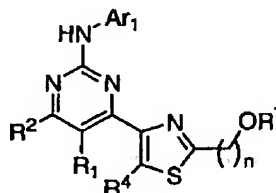
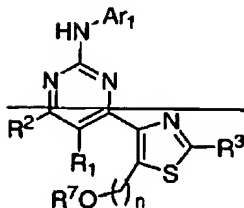
I-A-ii



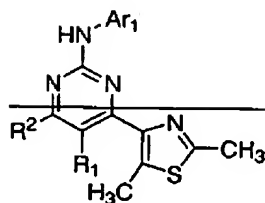
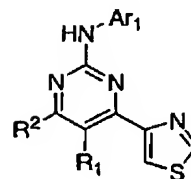
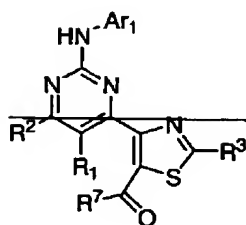
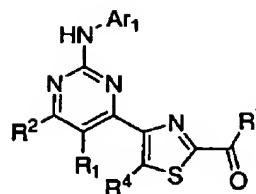
I-B-i



I-B-ii



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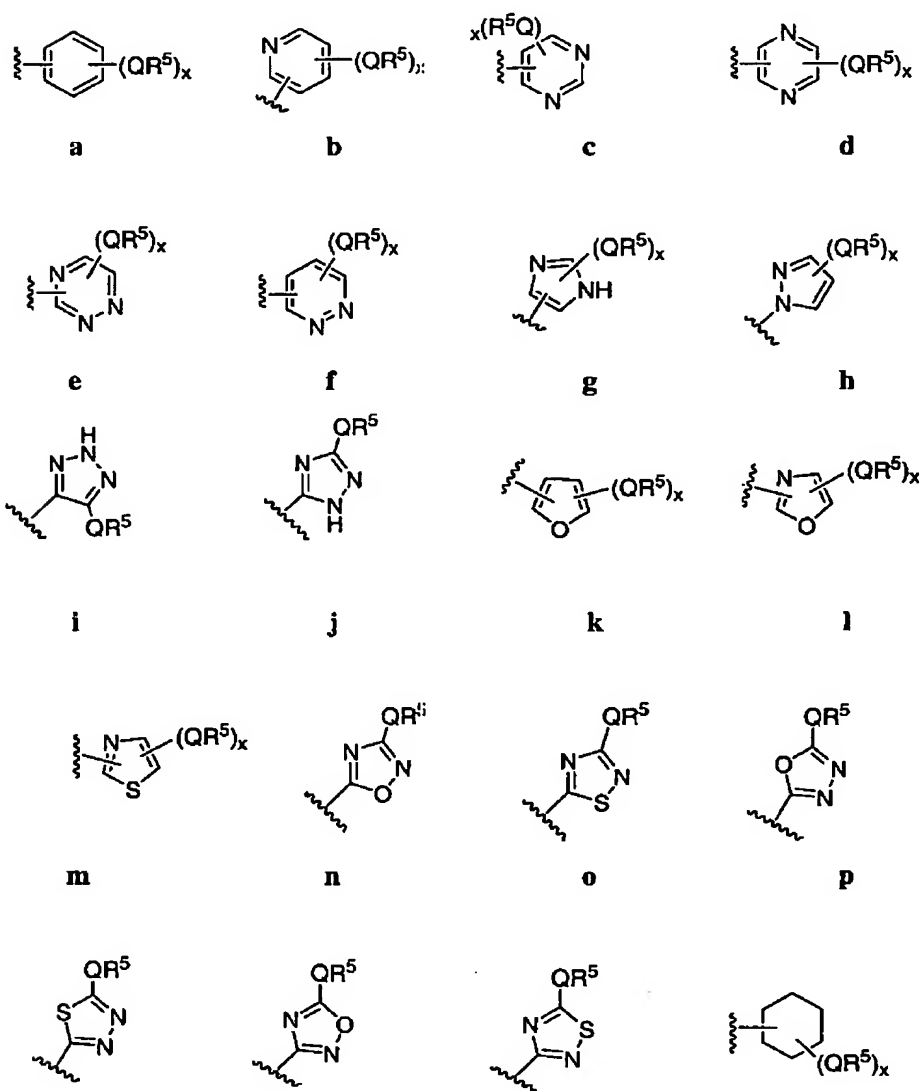
I-C-i**I-C-ii****I-D-i****I-E-i****I-F-i****I-F-ii**

18. (Original) The compound of claim 17, wherein Ar¹ is:
- (a) a phenyl, indanyl, or naphthyl ring;
 - (b) a 5-6 membered heterocyclic ring having 1-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur; or
 - (c) a 5-6 membered monocyclic or 9-10 membered bicyclic heteroaryl ring having 1-3 heteroatoms independently selected from oxygen, nitrogen, or sulfur.
19. (Original) The compound of claim 17, wherein Ar¹ is:
- (a) a phenyl ring;
 - (b) a 5-6 membered heterocyclic ring having 1-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur; or

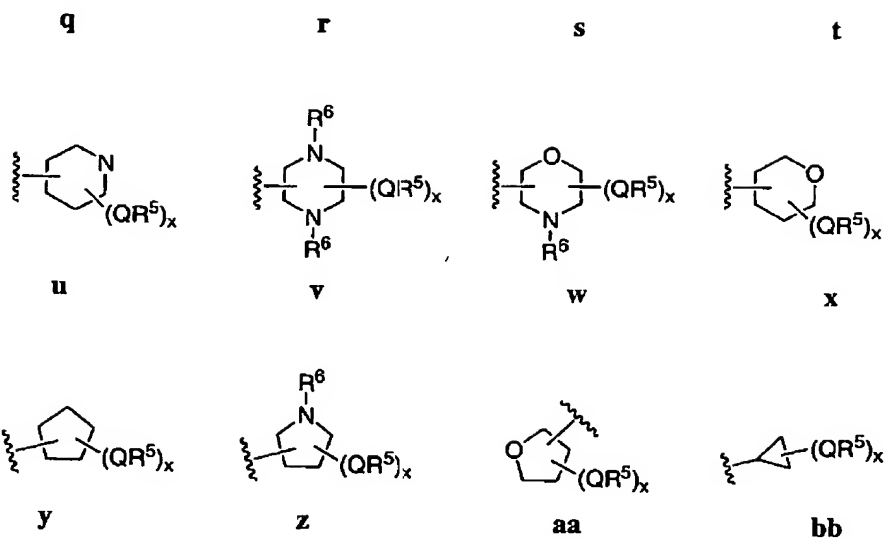
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- (c) a 5-6 membered monocyclic heteroaryl ring having 1-3 heteroatoms independently selected from oxygen, nitrogen, or sulfur.

20. (Currently amended) The compound of claim 17, wherein Ar¹ is any one of a-bb:

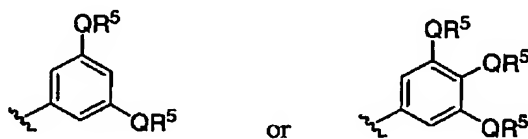


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wherein Q and R^5 are as defined generally above and in subsets herein, and x is 0-5.

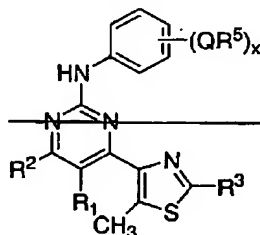
21. (Original) The compound of claim 17, wherein Ar^1 is phenyl, pyrimidinyl, or pyridyl.
22. (Original) The compound of claim 17, wherein Ar^1 is phenyl and is substituted with two ($x = 2$) or three ($x = 3$) occurrences of $Q-R^5$ and Ar^1 is:



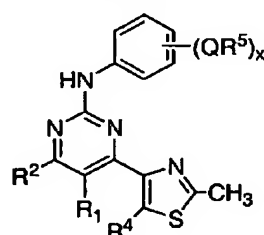
wherein each occurrence of QR^5 is independently CH_2 halogen, halogen, CH_2CN , CN , CH_2CO_2R' , CO_2R' , CH_2COR' , COR' , R' , CH_2NO_2 , NO_2 , CH_2OR' , OR' , CH_2SR' , SR' , haloalkyl, $CH_2SO_2N(R')_2$, $SO_2N(R')_2$, $CH_2N(R')_2$, $N(R')_2$, $NHCO R'$, CH_2NHCOR' , $CH_2PO(OR')_2$, $PO(OR')_2$.

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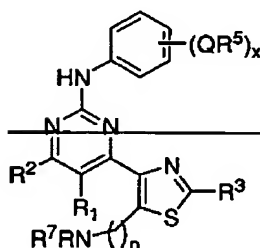
23. (Currently amended) The compound of claim 17, wherein Ar¹ is optionally substituted phenyl and compounds have one of ~~formulae~~ formulas [[I-A-i,]] I-A-ii, [[I-B-i,]] I-B-ii, [[I-C-i,]] I-C-ii, [[I-D-i,]] [[or]] I-E-i, or I-F-ii:



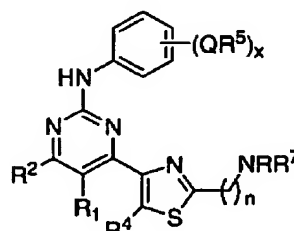
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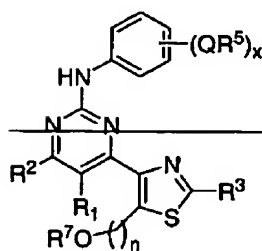
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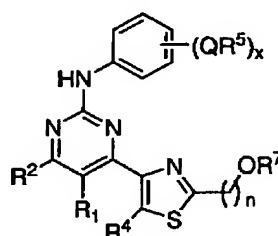
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I-B-ii

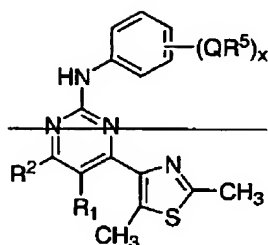
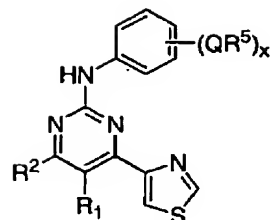
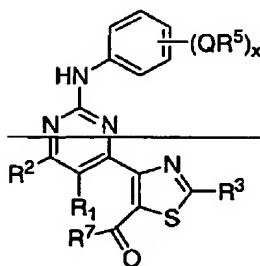
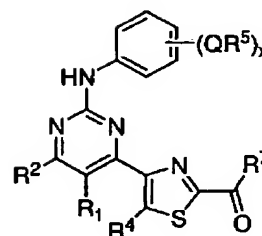


I-C-i



I-C-ii

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**II-D-i****II-E-i****II-F-i****II-F-ii**

where x is 0-5.

24. (Original) The compound of claim 23, wherein each occurrence of Q is independently a bond or is an optionally substituted C₁-C₄ alkylidene chain wherein up to two non-adjacent methylene units of Q are optionally replaced by CO, CO₂, CONR, OCONR, NRCO, NRCO₂, NRSO₂, SO₂NR, O, S, or NR; and each occurrence of R⁵ is independently selected from R', halogen, NO₂, CN, OR', SR', N(R')₂, NR'C(O)R', NR'C(O)N(R')₂, NR'CO₂R', C(O)R', CO₂R', OC(O)R', C(O)N(R')₂, OC(O)N(R')₂, SOR', SO₂R', SO₂N(R')₂, NR'SO₂R', NR'SO₂N(R')₂, PO(OR')₂, C(O)C(O)R', or C(O)CH₂C(O)R', and x is 0, 1, 2, or 3.

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25. (Original) The compound of claim 23, wherein each occurrence of Q-R⁵ is independently CH₂halogen, halogen, CH₂CN, CN, CH₂CO₂R', CO₂R', CH₂COR', COR', R', CH₂NO₂, NO₂, CH₂OR', OR', CH₂SR', SR', haloalkyl, CH₂SO₂N(R')₂, SO₂N(R')₂, CH₂N(R')₂, N(R')₂, NHCO(R'), CH₂NHCOR', CH₂PO(OR')₂, PO(OR')₂, or two adjacent occurrences of Q-R⁵, taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-8-membered ring having 0-3 heteroatoms selected from nitrogen, oxygen, or sulfur.

26. (Original) The compound of claim 23, wherein each occurrence of Q-R⁵ is independently fluoro, iodo, chloro, bromo, COCH₃, CO₂CH₃, C₁₋₄alkyl, NH₂, CH₂NH₂, NHMe, CH₂NHMe, N(Me)₂, CH₂N(Me)₂, N(Et)₂, CH₂N(Et)₂, NH(phenyl), CO(C₁₋₄alkyl), CH₂CO(C₁₋₄alkyl), NHCO(C₁₋₄alkyl), CH₂NHCO(C₁₋₄alkyl), CN, CH₂CN, OH, C₁₋₄alkoxy, optionally substituted benzyloxy, optionally substituted phenyloxy, CF₃, SO₂NH₂, SO₂NHMe, optionally substituted SO₂(phenyl), SO₂(C₁₋₄alkyl), CONH₂, CH₂PO(OR')₂, or an optionally substituted group selected from a saturated, partially unsaturated, or fully unsaturated 5- or 6-membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

27. (Currently amended) The compound of claim 23, wherein R¹ and R² are each independently hydrogen, N(R)₂, SR, OR, or TR, ~~or R¹ and R², taken together form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-membered ring having 0-2 heteroatoms independently selected from N, O, or S.~~

28. (Currently amended) The compound of claim 27, wherein R¹ and R² are each independently hydrogen, OH, CH₃, CH₂CH₃, OCH₃, CH₂OH, CH₂OCH₃, CH₂NH₂, CH₂NHCH₃, NH₂, or CH₂NH₂, ~~or R¹ and R², taken together, form a fused optionally substituted pyrrolyl, pyrazolyl, or imidazolyl ring.~~

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29. (Original) The compound of claim 23, wherein R^3 is $Z-R^7$, wherein Z is a bond or is an optionally substituted C_{1-4} $[[C_{0-4}]]$ alkylidene chain wherein one methylene unit of Z is optionally replaced by O, NR, NRCO, NRCO₂, NRSO₂, CONR, C(O), C(O)O, and wherein R^7 is halogen, CN, $N(R')_2$, NHCOR', or R' .

30. (Original) The compound of claim 23, wherein R^3 is $(CH_2)_n$ halogen, $(CH_2)_n$ CN, $(CH_2)_nOR^7$, $(CH_2)_nNRR^7$, $(CH_2)_nC(O)R^7$, $(CH_2)_nC(O)R^7(CH_2)_nCH_3$, $(CH_2)_nC(O)NRR^7$, $(CH_2)_nSR^7$, wherein R^7 is $(CH_2)_mN(R')_2$, C₁-C₄alkyl, an optionally substituted 5- or 6-membered aryl-, aralkyl-, or heteroaryl-, or heteroaralkyl group, or R and R^7 , taken together with the nitrogen atom to which they are bound form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur, n is 0 or 1, and m is 0 or 1.

31-33. (Canceled)

34. (Currently amended) The compound of claim 23, wherein compounds have one of formulas II-A-ii, II-B-ii, II-C-ii, or II-F-ii and one or more of the compound variables are defined as:

a) x is 0, 1, 2, or 3, and $Q-R^5$ is CH_2 halogen, halogen, CH_2 CN, CN, CH_2CO_2R' , CO_2R' , CH_2COR' , COR' , R' , CH_2NO_2 , NO_2 , CH_2OR' , OR' , CH_2SR' , SR' , haloalkyl, $CH_2SO_2N(R')_2$, $SO_2N(R')_2$, $CH_2N(R')_2$, $N(R')_2$, NHCOR', CH_2NHCOR' , $CH_2PO(OR')_2$, $PO(OR')_2$, or $Q-R^5$, taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-8-membered ring having 0-3 heteroatoms selected from nitrogen, oxygen, or sulfur;

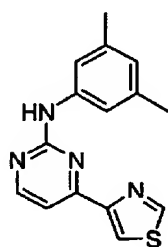
b) R^1 and R^2 are each independently hydrogen, $N(R)_2$, SR, OR, or TR, ~~or R^1 and R^3 , taken together form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-membered ring having 0-2 heteroatoms independently selected from N, O, or S; and~~

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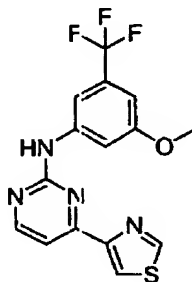
c) R^4 is $(CH_2)_n$ halogen, $(CH_2)_n$ CN, $(CH_2)_nOR^7$, $(CH_2)_nNRR^7$, $(CH_2)_nC(O)R^7$, $(CH_2)_nC(O)R^7$ $(CH_2)_nCH_3$, $(CH_2)_nC(O)NRR^7$, $(CH_2)_nSR^7$, wherein R^7 is $(CH_2)_mN(R')_2$, C_1 - C_4 alkyl, an optionally substituted 5- or 6-membered aryl, aralkyl, heteroaryl, or heteroaralkyl group, or R and R^7 , taken together with the nitrogen atom to which they are bound form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur, n is 0 or 1, and m is 0 or 1.

35. (Canceled)

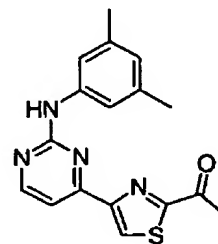
36. (Currently amended) The compound of claim 1, selected from:



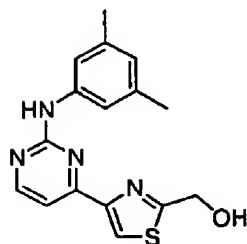
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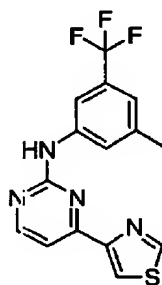
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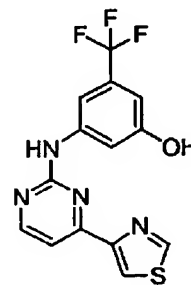
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I-4

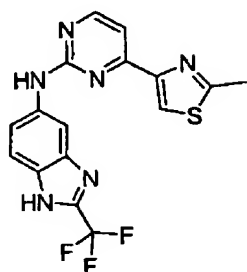
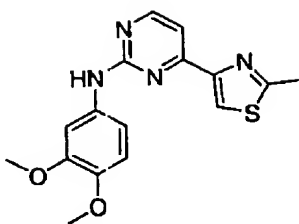
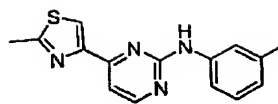
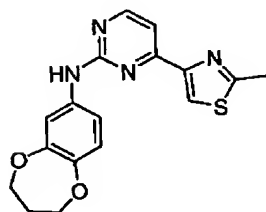
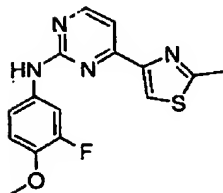
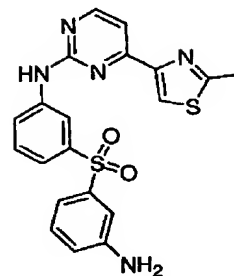
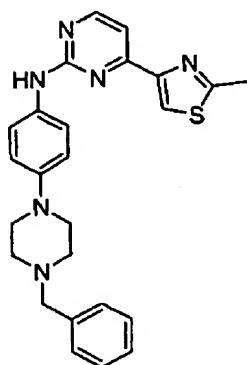
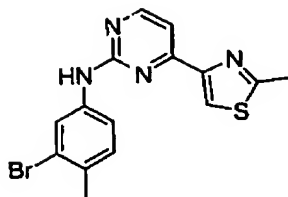
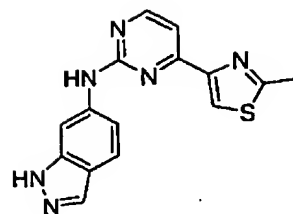


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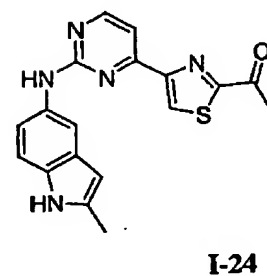
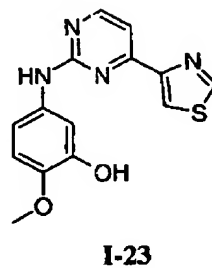
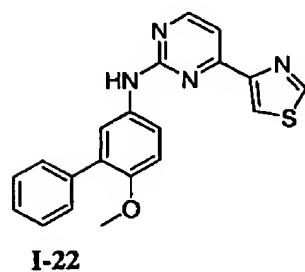
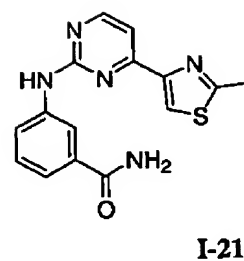
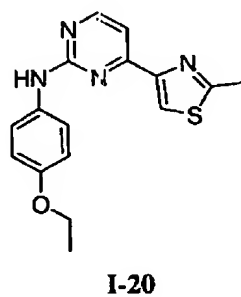
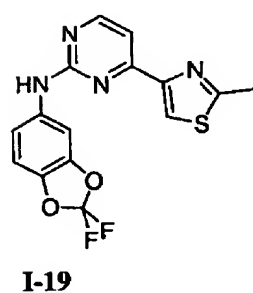
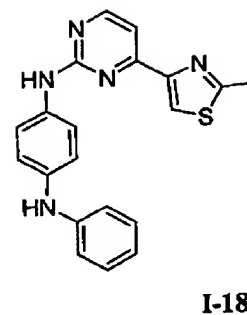
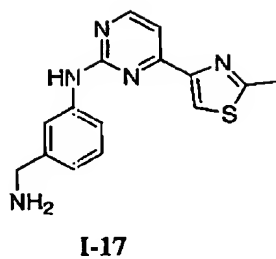
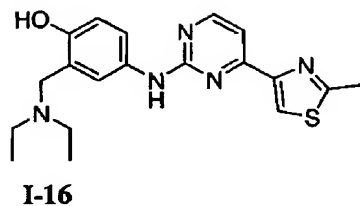


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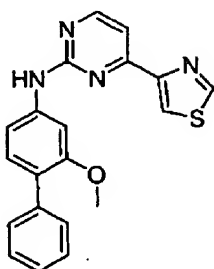
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**I-7****I-8****I-9****I-10****I-11****I-12****I-13****I-14****I-15**

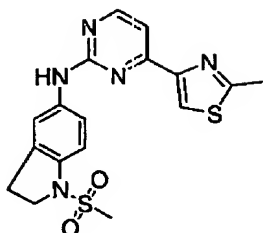
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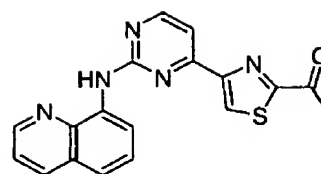
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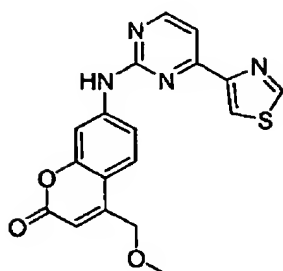
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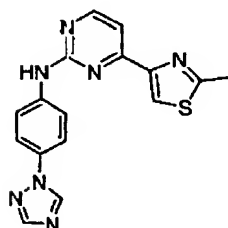
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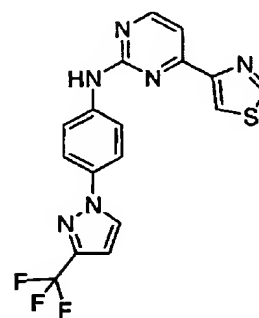
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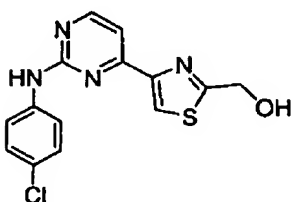
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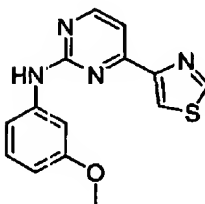
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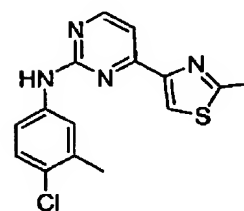
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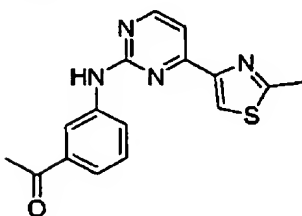
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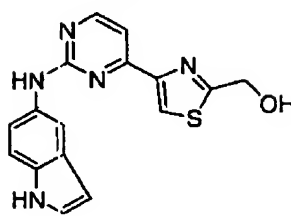
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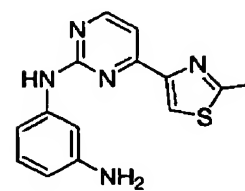
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I-34

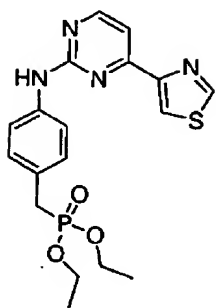


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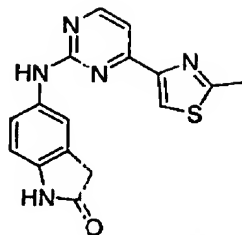


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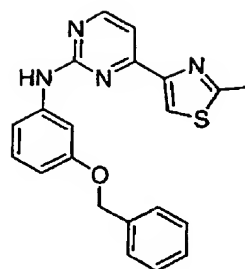
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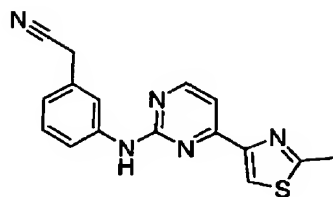
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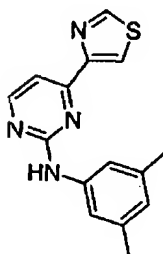
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I-39



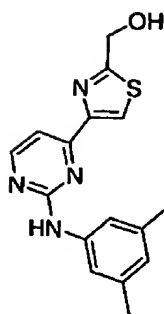
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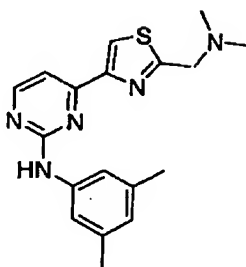
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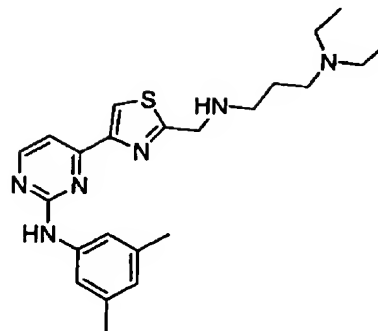
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I-43

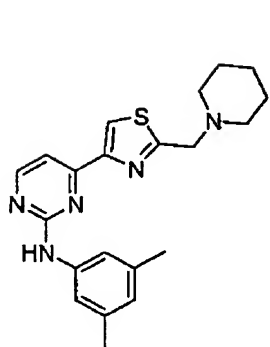


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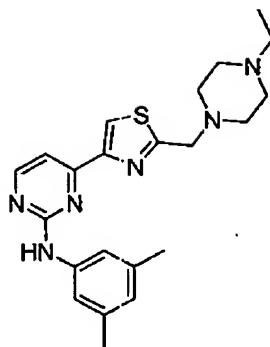


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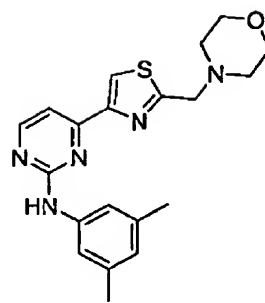
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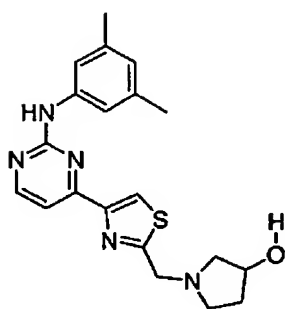
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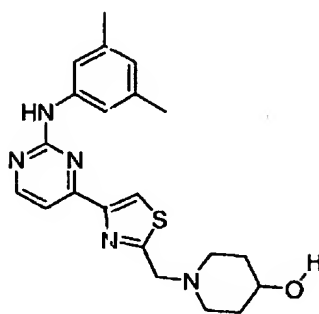
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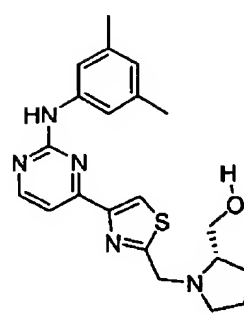
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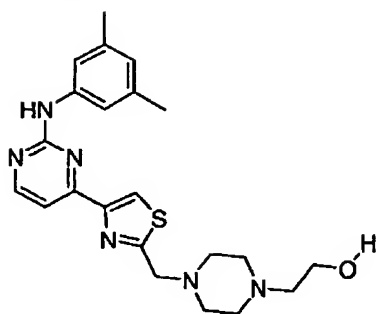
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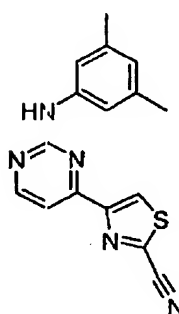
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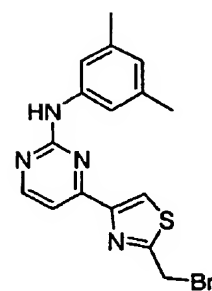
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I-52

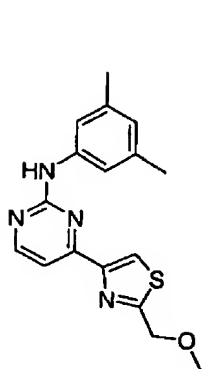


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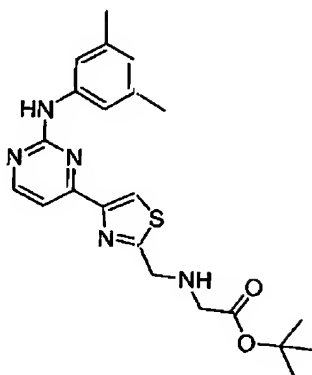


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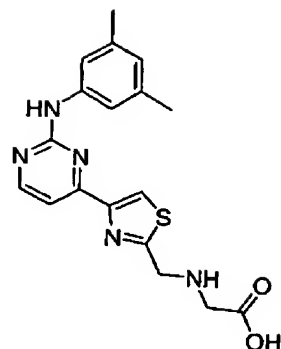
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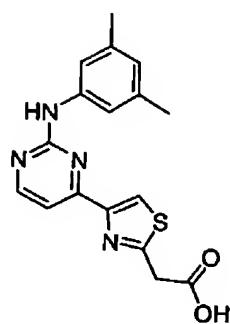
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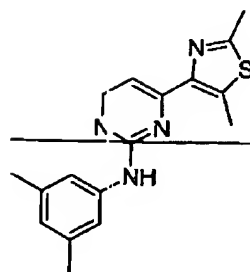
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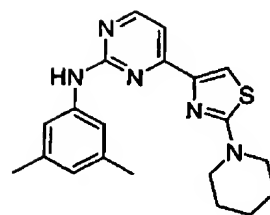
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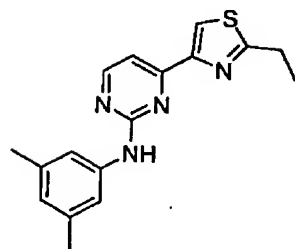
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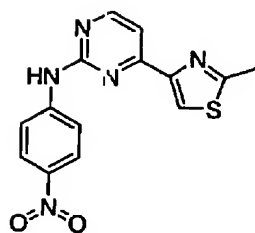
I-59



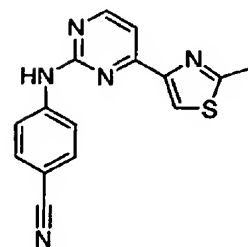
I-60



I-61

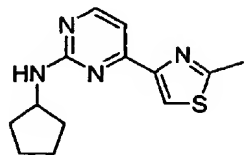
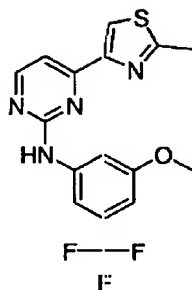
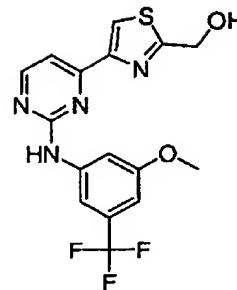
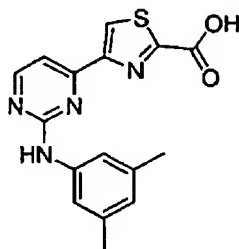
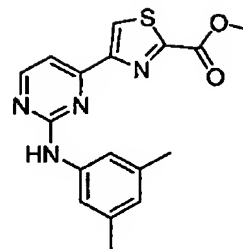


I-62



I-63

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**I-64****II-65****I-66****I-67****I-68**

37. (Original) A composition comprising a compound of claim 1, and a pharmaceutically acceptable carrier, adjuvant, or vehicle.
38. (Original) The composition of claim 37, wherein the compound is in an amount to detectably inhibit SYK, or ZAP-70 protein kinase activity.
39. (Original) The composition of claim 37, additionally comprising a therapeutic agent selected from an anti-inflammatory agent, an anti-proliferative agent, an immunomodulatory or immunosuppressive agent, or an agent for treating immunodeficiency disorders.

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40. (Currently amended) A method of inhibiting SYK or ZAP-70 kinase activity in:

- (a) ~~a patient; or~~
- (b) a biological sample;

which method comprises ~~administering to said patient, or~~ contacting said biological sample with:

- a) a composition of claim 37; or
- b) a compound of claim 1.

41. (Currently amended) A method of treating or lessening the severity of ~~treatment or lessening the severity of~~ lepromatous leprosy an immunodeficiency disorder, atopic dermatitis, contact dermatitis, seborrhectic dermatitis, Lichen planus, Pemphigus, bullous Pemphigus, epidermolysis bullosa, urticaria, angiodermas, vasculitides, erythemas, cutaneous eosinophilias, uveitis, Alopecia, areata, vernal conjunctivitis, eosinophilia fasciitis inflammatory disease, Coeliac disease, proctitis, eosinophilic gastro-enteritis, mastocytosis, pancreatitis, Crohn's disease, ulcerative colitis, migraine, rhinitis, allergic disease, multiple sclerosis, lupus erythematosus, rheumatoid arthritis, type I diabetes, psoriasis, seronegative spondyloarthropathis, Behcet's disease, Sjogren's syndrome, systemic sclerosis, Hashimoto's thyroiditis, myasthenia gravis, nephrotic syndrome, idiopathic thrombocytopenia purpura, hyper IgE syndrome autoimmune disease, leukemia, lymphoma, Sezary syndrome, restenosis following angioplasty, atherosclerosis proliferative disorder, allograft rejection, graft versus host disease immunologically-mediated disease, or asthma, respiratory disorder, comprising the step of administering to said patient:

- a) a composition of claim 37; or
- b) a compound of claim 1.

42. (Currently amended) The method according to claim 41, comprising the additional step of administering to said patient an additional therapeutic agent selected

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from an anti-inflammatory agent, an anti-proliferative agent, an immunomodulatory or immunosuppressive agent, or an agent for treating immunodeficiency disorders, wherein: said additional therapeutic agent is appropriate for the disease being treated[[:]] and ~~said additional therapeutic agent~~ is administered together with said composition as a single dosage form or separately from said composition as part of a multiple dosage form.

43. (Currently amended) The method according to claim 41, wherein the disease is multiple sclerosis, lupus erythematosus, rheumatoid arthritis, type I diabetes, psoriasis, seronegative spondyloarthropathis, Behcet's disease, Sjogren's syndrome, systemic sclerosis, Hashimoto's thyroiditis, myasthenia gravis, nephrotic syndrome, idiopathic thrombocytopenia purpura, or hyper IgE syndrome ~~an immune disorder~~.

44. (Original) The method according to claim 41, wherein the disease is asthma.